

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re	:	Chapter 11
	:	
LEHMAN BROTHERS HOLDINGS INC., <i>et al.</i> ,	:	Case No. 08-13555 (JMP)
	:	
Debtors.	:	Jointly Administered
	:	

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**DECLARATION OF THEODORE A.B. MCCOMBS**

STATE OF New York                     )  
  : ss.  
COUNTY OF New York                )

Theodore A.B. McCombs, being duly sworn, deposes and says:

1. I am a member of the Bar of this Court and an associate at Sullivan & Cromwell LLP ("S&C"), attorneys for Giants Stadium LLC ("GSLLC"). I submit this declaration to provide the Court with materials, which are self-authenticating documents or are otherwise not in controversy, and which are cited in the GSLLC's Limited Objection to Debtors' Supplement to the Third Amended Joint Chapter 11 Plan.

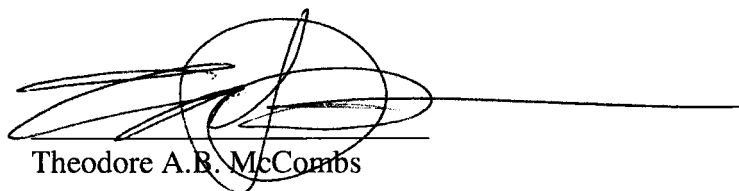
2. Attached hereto as Exhibit A is a true and correct copy of the ISDA Master Agreement between Lehman Brothers Special Financing ("LBSF") and GSLLC, dated as of July 27, 2007, and produced to Debtors on August 3, 2010. LBSF and GSLLC signed two such agreements, identical in substance; Exhibit A is the agreement applicable to the series of bonds insured by Financial Security Assurance ("FSA"), while the other agreement applies to the bonds insured by the Financial Guaranty Insurance Company ("FGIC").

3. Attached hereto as Exhibit B is a true and correct copy of the Schedule to the Master Agreement between LBSF and GSLLC applicable to the FSA-insured bonds, along with its Exhibits, dated as of July 27, 2007, and produced to the Debtors on August 3, 2010. It is identical in substance to the Schedule applicable to the FGIC-insured bonds.

4. Attached hereto as Exhibit C are true and correct copies of notices of termination, with signatures indicating receipt by S. Whitaker, a employee of Debtors, produced to Debtors on October 5, 2011.

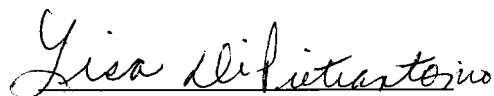
5. Attached hereto as Exhibit D are true and correct copies of facsimile (fax) confirmations indicating LBSF's receipt of the notices of termination on September 18, 2008, produced to Debtors on October 5, 2011.

6. Attached hereto as Exhibit E is a true and correct copy of internal S&C e-mail correspondence indicating that S&C associate Evan B. Hannay hand-delivered the notices of termination on September 18, 2008, produced to Debtors on October 5, 2011.



Theodore A.B. McCombs

Sworn to before me  
on this 10th day of November, 2011



Notary Public

**LISA DIPIETRANTONIO**  
**Notary Public, State of New York**  
**No. 01DI6044245**  
**Qualified in Bronx County**  
**Certificate filed in New York County**  
**Commission Expires July 30, 2014**